

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of Texas

(State)

Case number (if known) _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Trinity River Resources, LP

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) 2 7 3 7 0 1 8 0 1

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>3698</u>	<u>Ranch Road 620 South</u>	_____
Number	Street	Number Street
<u>Suite 113</u>		_____
		P.O. Box
<u>Austin</u>	<u>TX</u>	<u>78738</u>
City	State	ZIP Code
<u>Travis</u>		Location of principal assets, if different from principal place of business
County		_____
		Number Street

		City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☒ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor

Trinity River Resources, LP

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No☐ Yes.

District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No☐ Yes.

Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Trinity River Resources, LP

Case number (if Anyways) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated assets

☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☒ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor Trinity River Resources, LP

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 4/15/2016
MM / DD / YYYY

x

[Signature]
Signature of authorized representative of debtor

Matthew J. Telfer

Printed name

Title Manager, Trinity River Resources, GP, LLC

18. Signature of attorney

x

[Signature]
Signature of attorney for debtor

Date

4/15/2016
MM / DD / YYYY

William A. (Trey) Wood III

Printed name

Bracewell LLP

Firm name

711 Louisiana Street, Suite 2300

Number Street

Houston

City

TX 77002

State ZIP Code

(713) 223-2300

Contact phone

trey.wood@bracewellllaw.com

Email address

21916050

Bar number

Texas

State

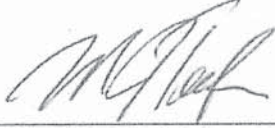
UNANIMOUS WRITTEN CONSENT
OF THE
PARTNERS
OF
TRINITY RIVER RESOURCES, LP

The undersigned, being all of the partners of Trinity River Resources, LP, a Texas limited partnership (the "Partnership"), and, being entitled to vote upon the approval of the resolutions attached hereto as Exhibit A (the "Resolutions"), hereby consent to the adoption of the Resolutions without a meeting of the partners of the Partnership to have the same force and effect as if approved by unanimous vote at a formal meeting of the partners of the Partnership duly called and held for the purpose of approving the Resolutions.

IN WITNESS WHEREOF, the undersigned partners of the Partnership have executed this Written Consent as of April 15, 2016.


General Partner:

Trinity River Resources GP, LLC, a
Texas limited liability company

By: 
Name: Matthew J. Telfer
Title: Manager
Date: 4/15/16

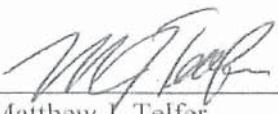
Limited Partners:

Kodiak Resources, Inc., a Texas
corporation

By: 
Name: Matthew J. Telfer
Title: President
Date: 4/15/16


Neches Development, L.P., a Texas limited partnership

By: Panther Creek Holdings, LLC,
its general partner and a Texas
limited liability company

By: 
Name: Matthew J. Telfer
Title: Manager
Date: 4/15/2016

Ollie Development, L.P., a Texas limited partnership

By: Panther Creek Holdings, LLC,
its general partner and a Texas
limited liability company

By: 
Name: Matthew J. Telfer
Title: Manager
Date: 4/15/2016

Phillips Lake Development #1, L.P.

By: Panther Creek Holdings, LLC,
its general partner


By: 
Name: Matthew J. Telfer
Title: Manager
Date: 4/15/2016

Exhibit A

**RESOLUTIONS OF THE PARTNERS OF
TRINITY RIVER RESOURCES, LP**

April 15, 2016

CHAPTER 11 FILING

WHEREAS, Trinity River Resources GP, LLC, a Texas limited liability company (the "General Partner"), and certain other limited partners entered into that certain Second Amended and Restated Agreement of Limited Partnership of Trinity River Resources, LP, a Texas limited partnership (the "Partnership"), dated January 1, 2015 (the "Partnership Agreement");

WHEREAS, pursuant to the Partnership Agreement, the General Partner serves as the general partner of the Partnership;

WHEREAS, capitalized terms used but not defined herein shall be given the meanings ascribed to such terms in the Partnership Agreement;

WHEREAS, pursuant to Section 9.3 of the Partnership Agreement, the Partnership may take any action contemplated by the Partnership Agreement without a meeting if approved by the consent of the Partners having, in the aggregate, not less than the minimum Percentage Interest that would be required under this Agreement to take such action at a meeting of the Partners;

WHEREAS, Section 5.3 of the Partnership Agreement requires the consent of a Supermajority in Interest to authorize the General Partner to take the actions described herein on behalf of the Partnership;

WHEREAS, each of the Partners has reviewed and discussed the financial and operational condition of the Partnership and the Partnership's business on the date hereof, including the current and historical performance of the Partnership, the assets and liquidity of the Partnership, the current long-term liabilities of the Partnership, the market for the Partnership's services, and credit market conditions; and

WHEREAS, each of the Partners has received, reviewed, and discussed the recommendations of senior management of the Partnership and the Partnership's legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Partnership, including pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the "Bankruptcy Code"); and

WHEREAS, after review and discussion and due consideration of all of the information presented to each of the Partners, each of the Partners deems it advisable and in the best interests of the Partnership, including without limitation, its creditors, employees, stockholders and other investors, stakeholders and other interested parties, for the Partnership to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT, RESOLVED, that in the judgment of each of the Partners, it is desirable and in the best interests of the Partnership, its creditors, and other parties in interest, that the Partnership shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Partnership's affiliates, collectively, the "Chapter 11 Cases") under the provisions of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of Texas (the "Bankruptcy Court"); and

RESOLVED, that the General Partner, be and hereby is, authorized, empowered and directed to execute and file on behalf of the Partnership all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that it deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Partnership's business; and

RETENTION OF PROFESSIONALS

RESOLVED, that the General Partner be, and hereby is, authorized and directed to employ the law firm of Bracewell LLP as general bankruptcy counsel to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's and its affiliates' rights and obligations, including filing any pleadings; and in connection therewith, the General Partner, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bracewell LLP; and

RESOLVED, that the General Partner be, and hereby is, authorized and directed to employ Bill Patterson and Bridgepoint Consulting, LLC (collectively, "Bridgepoint") as the Partnership's chief restructuring officer and financial advisor to assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations; and in connection therewith, the General Partner is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bridgepoint; and

RESOLVED, that the General Partner be, and hereby is, authorized and directed to employ Scotiabank as investment banker to assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations, including filing any pleadings; and in connection therewith, the General Partner, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Scotiabank; and

RESOLVED, that the General Partner be, and hereby is, authorized and directed to employ any other professionals to assist the Partnership and the Partnership's affiliates in carrying out their duties under the Bankruptcy Code; and in connection therewith, the General Partner, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that the General Partner be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that the General Partner deems necessary, proper, or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case; and

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the General Partner, the General Partner (and its designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Partnership, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in the General Partner's judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that the Partners have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Partnership, or hereby waive any right to have received such notice; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Partnership and the Partnership's affiliates, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Partnership with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Partners; and

RESOLVED, that this written consent may be executed in any number of counterparts, all of which when taken together shall constitute one original written consent, and in the event that any signature is delivered by facsimile transmission or an attachment to an electronic message via ".pdf" or similar format, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or .pdf signature page were an original thereof.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In re:)	Chapter 11	
)		
Trinity River Resources, LP)	Case No. []()
)		
Debtor.)		

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of Trinity River Resources LP's equity interests:

Partner
Kodiak Resources, Inc.
Neches Development, L.P.
Ollie Development, L.P.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In re:)	Chapter 11	
)		
Trinity River Resources, LP)	Case No.	()
)		
Debtor.)		

LIST OF EQUITY SECURITY HOLDERS

The following is a list of Trinity River Resources, LP's equity security holders which is prepared in accordance with Federal Rule of Bankruptcy Procedure 1007(a)(3) for filing in this chapter 11 case.

Equity Holder	Address	Interest
Trinity River Resources GP, LLC	3698 Ranch Road 620 South, Suite 113 Austin, Texas 78738	0.78%
Kodiak Resources, Inc.	3698 Ranch Road 620 South, Suite 113 Austin, Texas 78738	26.65%
Neches Development, L.P.	3698 Ranch Road 620 South, Suite 113 Austin, Texas 78738	38.13%
Ollie Development, L.P.	3698 Ranch Road 620 South, Suite 113 Austin, Texas 78738	32.44%
Phillips Lake Development #1, L.P.	3698 Ranch Road 620 South, Suite 113 Austin, Texas 78738	2.00%

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In re:)	Chapter 11	
)		
Trinity River Resources, LP)	Case No. [1 ()
)		
Debtor.)		

LIST OF CREDITORS HOLDING THE 20 LARGEST UNSECURED CLAIMS

The above-captioned debtor and debtor in possession (the "Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the list of the Debtor's creditors holding the 20 largest unsecured claims (the "List") based on the Debtor's books and records as of approximately April 14, 2016. The List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case. The List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority, or amount of any claim.

Fill in this information to identify the case:

Debtor name Trinity River Resources, LP
 United States Bankruptcy Court for the: Western District of Texas
(State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	GeoSouthern Energy Corporation 1425 Lake Front Circle Suite 200 The Woodlands, TX 77380		Joint Interest Billing/Contract	X			\$1,382,180
2	GeoSouthern Energy Partners, LP 1425 Lake Front Circle Suite 200 The Woodlands, TX 77380		Contract	X			\$1,377,563
3	American Flourite, Inc. 1425 Lake Front Circle Suite 200 The Woodlands, TX 77380		Contract	X			\$1,377,563
4	Anadarko E&P Onshore, LCC P.O. Box 730875 Dallas, TX 75373		Joint Interest Billing/Contract	X			\$884,651
5	BP American Production Company P.O. Box 3092 Houston, TX 77253-3092		Contract				\$771,758
6	Anadarko Petroleum Corporation P.O. Box 730875 Dallas, TX 75373		Contract	X			\$594,203
7	Argent Energy (US) Holdings, Inc. 2 Houston Center, 909 Fannin St., 10th Floor, Houston, TX 77010		Joint Interest Billing				\$11,273
8	Ergon Energy Partners Dept #2135 P.O. Box 11407 Birmingham, AL 35246		Joint Interest Billing				\$8,544

Debtor Trinity River Resources, LP Case number (if known) _____
 Name _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Ryder Scott Company 1100 Louisiana Street Suite 3800 Houston, TX 77002		3rd Party Vendor				\$5,699
10	Etoco, L.P. 1600 Smith Street Suite 3910 Houston, TX 77002		Joint Interest Billing				\$3,357
11	Transzap, Inc. Dept. # 3597 P.O. Box 123597		3rd Party Vendor				\$1,185
12	Black Stone Energy Company, LLC 1001 Fannin Street, Suite 2020 Houston, TX 77002		Joint Interest Billing	X			X
13	Linn Operating, Inc. P.O. Box 671587 Dallas, TX 75267		Joint Interest Billing				\$85
14							
15							
16							
17							
18							
19							
20							


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In re:)	Chapter 11	
)		
Trinity River Resources, LP)	Case No.	()
)		
Debtor.)		

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF PARTNERSHIP

I, Matthew J. Telfer, Manager of Trinity River Resources GP, LLC, the general partner of the debtor in the above-captioned chapter 11 case, hereby declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement, List of Equity Security Holders and List of Creditors Holding the 20 Largest Unsecured Claims, and that they are true and correct to the best of my information and belief.

Dated: April 15, 2016



Matthew J. Telfer
Manager
Trinity River Resources GP, LLC